

# DELPHI

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April 19, 2005

James K. Robinson, Esq.  
Cadwalader, Wickersham & Taft, LLP  
1201 F Street N.W.  
Suite 1100  
Washington, D.C. 20004

Re: **SEC Subpoena to Delphi - Investigation No. HO-10011**  
**Delphi File No. 2004-000900**

Dear Jim:

This confirms that the Audit Committee of Delphi Corporation has retained Cadwalader, Wickersham & Taft, LLP to represent Delphi in the above SEC Matter. I will be responsible for managing this matter and will be your direct contact at Delphi. Barbara Frantangelo, a Legal Assistant, is assisting me. Delphi has retained you to assist on Department of Justice issues associated with this matter. As you know, Chuck Davidow of Wilmer Cutler Pickering Hale and Dorr, LLP is Delphi's principal outside counsel representing Delphi's Audit Committee. Please include the Delphi file number shown above in all correspondence and invoices with this office.

You are the only attorney from Cadwalader we have approved to work on this matter. You agreed to provide a 10% discount from your usual hourly rate of \$725, or \$652.50. Additionally, you agreed these hourly rates would remain in effect through April 2006. After 2006, you may request an adjustment in professional rates billed for this matter to reflect the regular hourly rates charged to its other clients at that time. Please contact me prior to any adjustment to discuss any requested rate change and obtain my written approval of any proposed adjustment. Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. No fees will be paid for work performed by others before you have obtained our written permission.

We expect your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our billing instructions and limitations is enclosed and incorporated into this engagement agreement by this reference.

Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248/813-2511.

We ask you endorse this engagement agreement below and return an executed copy to me.

Please call if you have any questions.

Sincerely,

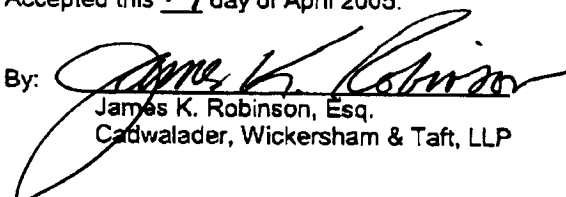


Marjorie Harris Loeb  
Managing Securities Attorney

Enclosure

Accepted this 19 day of April 2005.

By:



James K. Robinson, Esq.  
Cadwalader, Wickersham & Taft, LLP

**INSTRUCTIONS FOR COMPLETING LAW FIRM/CONSULTANT/EXPERT INVOICES**

The attached invoice form should be submitted with all original invoices for services rendered in connection with all legal matters involving Delphi Automotive Systems and its U.S. subsidiaries submitted by law firms or consultants and experts providing legal-related services.

Please submit invoices monthly if the "Total Fees & Disbursements" exceed \$500.00 per case or matter. Otherwise, submit invoices quarterly or annually. In the case of a flat fee or other special billing arrangement, submit invoices in accordance with that arrangement.

**CERTAIN BASIC INFORMATION IS REQUIRED TO PROCESS AN INVOICE.  
THE INVOICE CANNOT BE PROCESSED WITHOUT THIS INFORMATION:**

**Case Matter Name:** If you do not know the case/matter name, please contact the responsible Delphi Attorney or Legal Assistant.

**Case Matter No.:** If you do not know the case/matter number, please contact the responsible Delphi Attorney or Legal Assistant. Note that only one case/matter may be billed on an invoice.

**Firm Employer Identification Number:** Please include your firm's EIN on the invoice.

**Invoice No.:** Each invoice must be specifically identifiable by means of a unique Invoice Number. In other words, no two invoices should have the same Invoice Number. The Invoice Number should consist of no more than ten characters (numeric and/or alpha). Please do not reuse invoice numbers submitted to Delphi previously.

**Insurance No.:** Please include any insurance number on the invoice (Sedgwick for those matters covered by Delphi's insurance carrier or ESIS for those matters covered by GM's insurance carrier).

**Approval:** All invoices must be signed on behalf of the firm.

**ANALYSIS OF FEES FOR PERSONS PERFORMING SERVICES DURING THIS BILLING PERIOD**

**Last Name, First Initial:** List only persons who performed services during the billing period covered by the invoice. Partial hours should be stated as a decimal fraction, i.e., 20 minutes = .33.

**This Bill:** Under the category "This Bill," please do not include any past due amount. Past due amounts should only be included in the "Cumulative Totals."

**Cumulative Totals:** Amounts for "This Bill" should be included in "Cumulative Totals." (The amounts shown under "This Bill" and "Cumulative Totals" should be the same on each line on the first billing for each case/matter using the new invoice format.)

## GENERALLY

Delphi will reimburse a firm for reasonable and actual out-of-pocket payments made to third-party vendors (i.e., Delphi will not pay for markups or surcharges added by the firm) for the following items:

- Air freight/express mail deliveries
- Bond fees and premiums
- Coach-class air fare (lowest available rate/class)
- Computerized Delphi database research
- Computerized legal research (e.g., Lexis, Westlaw)
- Court reporter fees
- Expert witness fees
- Filing fees
- Inside photocopy (up to 10 cents per page)
- Local business transportation (e.g., taxi fares)
- Long distance telephone charges (for voice, fax or data)
- Outside messenger services
- Outside photocopy, binding, and printing services
- Postage
- Travel (airfare, hotel, rental car)

Delphi will not pay for:

- Billing of time related to professional services rendered
- Books/subscriptions
- Charges related to overall case management
- Creating, updating or organizing litigation or case files
- Distribution of documents, pleadings, correspondence and materials internally or to client
- Entertainment items (movies, books, alcohol, etc.)
- Fax communications (except long distance telephone charges)
- Hourly fees while traveling
- Inside photocopy (more than 10 cents per page)
- Internal case docketing activities
- Internal firm information technology charges
- LEXIS/NEXIS/Westlaw charges beyond the expenses actually incurred by the firm
- Local meals
- Local personal transportation (taxi/limousine to/from home)
- Local telephone charges
- Membership fees
- Office supplies
- Overtime charges
- Room service or excessive meal expenses
- Secretarial/clerical charges
- Storage charges
- Time spent copying documents or materials
- Transportation expenses or time spent traveling between firm offices
- Word processing

**DELPHI**

Legal Staff

Date: April 18, 2005

To: James K. Robinson  
Cadwalader, Wickersham & Taft

Fax: 202-862-2400  
Phone: 202-862-2494

From: Marjorie Harris Loeb

Fax: 248-813-2491  
Phone: 248-813-2677

Subject: **SEC Subpoena to Delphi - Investigation No. HO-10011**  
**Delphi File No. 2004-000900**

Number of pages including cover sheet: 4

Problems with the receipt of this transmission, contact: Cathy Kowalewicz at 248-813-2677

☒ Urgent

☐ For Review

☐ Please Reply

Per our conversation earlier today, enclosed is an engagement agreement and billing instructions for the above matter.

Please call if you have any questions.